

SunTrust Equipment Finance &  
Leasing Corp.  
Donald S. Keough, Esquire  
V.P., Public Finance Investment Banking  
300 East Joppa Road, 7<sup>th</sup> Floor  
Towson, MD 21286

Tel 410/307-6648  
Fax 410/307-6702

June 26, 2008

Texas State Bank  
Attn: Trust Office  
3900 North 10<sup>th</sup> Street  
McAllen, Texas 78501

**Re: *Notice of Sale and New Payment Instructions to Texas State Bank, as Registrar and Paying Agent for the Hidalgo County, Texas Tax Notes, Series 2007 in the amount of \$13,195,000.00 ("Note") dated October 1, 2007 and sold by Hidalgo County, Texas ("Issuer") to Capital One Public Funding, LLC, formerly known as All Points Public Funding, LLC ("Original Purchaser").***

Dear Sir or Madam:

In connection with the above-referenced Note, the articles of organization of All Points Public Funding, LLC, a New York State limited liability company, were amended as of January 3, 2008, to provide that the amended name of the company is Capital One Public Funding, LLC. Capital One Public Funding, LLC is considered to be the Original Purchaser. A copy of the applicable certificate of amendment is attached hereto as Exhibit A. Original Purchaser has transferred, sold, and assigned all of its right, title, and interest in the Note to SunTrust Equipment Finance & Leasing Corp. ("Current Note Holder"), who has accepted, purchased and assumed all of the rights, title, and interest of Original Purchaser as a holder in due course of the Note and made all of the required representations and warranties required by the Order and Note. A copy of the Sale and Assignment Agreement is attached hereto as Exhibit B.

To transfer the ownership of the Note to the Current Note Holder and fully evidence the sale and assignment of the Note to the Current Note Holder on the books and records of the Registrar and Paying Agent, the Original Purchaser has executed the Assignment Certificate, which has a signature guarantee with medallion stamp thereon, to the definitive Note, the original of which is hereby surrendered and presented for transfer to the Current Note Holder as Exhibit C.

Upon receipt of this Notice of Sale and the related attachments, you are hereby instructed to: (a) list the Current Note Holder as the Registered Owner and Holder in Due Course of the Note on the official books and records and register of the Note, (b) provide the Current Note Holder with a fully executed, duly authenticated, and registered Note in its definitive form at your first convenience, and (c) direct all future payments to the Current Note Holder in accordance with the instructions and directions contained herein.

By execution hereof, the Original Purchaser, Current Note Holder and Issuer have agreed and request that all payments of principal and interest be made to the Current Note Holder, via wire

transfer and in accordance with the instructions as follow:

SunTrust Equipment Finance & Leasing Corp.  
SunTrust Bank ABA 061000104  
Acct # 201-150-263  
For Credit to STEFL Acct. No. \_\_\_\_\_  
Note Payment Due on August 15, 2008  
Fed ID 26-1256148

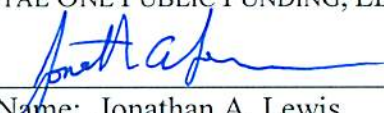
It is the intent and agreement of the undersigned parties that all payments of principal and interest will be made in accordance with the Payment Schedule attached to the Note and without invoicing, surrender or presentation of the Note, except for surrender of said Note for the final payment of principal and interest, which will be made via wire transfer but only after both the Note has been surrendered and the Maturity Date has arrived.

Attached you will two original letters. Kindly execute both copies of this Letter Agreement and keep the original letter with attachments for your records, and return the other executed letter without attachments to the Current Note Holder at the above-referenced address. Please note that all capitalized terms used herein, but not otherwise defined shall take the meanings ascribed to them in the Note or in the Order and other Closing Documents related to the Note.

Very truly yours,

SUNTRUST EQUIPMENT FINANCE & LEASING CORP. CAPITAL ONE PUBLIC FUNDING, LLC

By: \_\_\_\_\_  
Donald S. Keough  
Vice President

By:  \_\_\_\_\_  
Name: Jonathan A. Lewis  
Title: Senior Vice President

HIDALGO COUNTY, TEXAS

By: \_\_\_\_\_  
Name: Juan D. Salinas, III  
Title: County Judge

*By our execution hereto, witness our acknowledgement and agreement and identification of SunTrust Equipment Finance & Leasing Corp. as the Registered Owner and Holder in Due Course of the Note:*

TEXAS STATE BANK, a division of Compass Bank

By: \_\_\_\_\_  
Name:  
Title:

FILING RECEIPT

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ENTITY NAME: CAPITAL ONE PUBLIC FUNDING, LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC)  
NAME

COUNTY: SUFF

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FILED:01/03/2008 DURATION:\*\*\*\*\* CASH#:080103000184 FILM #:080103000163

FILER:

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KELLY A LUNSFORD  
1680 CAPITAL ONE DRIVE

MCLEAN, VA 22102

ADDRESS FOR PROCESS:  
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REGISTERED AGENT:  
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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEES            245.00  
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FILING           60.00  
TAX              0.00  
CERT             0.00  
COPIES           10.00  
HANDLING        175.00

PAYMENTS       245.00  
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CASH             0.00  
CHECK            0.00  
CHARGE           0.00  
DRAWDOWN        245.00  
  OPAL            0.00  
REFUND            0.00

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344633KXK

DOS-1025 (04/2007)

# ***STATE OF NEW YORK***

## ***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 3, 2008.

A handwritten signature in cursive script that reads "Paul LaPointe".

Paul LaPointe  
Special Deputy Secretary of State

080103000 163

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
41 State Street  
Albany, NY 12231  
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF

All Points Public Funding, LLC

*(Insert Name of Domestic Limited Liability Company)*

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

All Points Public Funding, LLC

If the name of the limited liability company has been changed, the name under which it was organized is:

SECOND: The date of filing of the articles of organization is: 07/20/2004

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the limited liability company would read as follows: Paragraph *First* of the Articles of Organization relating to the limited liability company name is hereby amended to read as follows: *First: The name of the limited liability company is (new name) . . .*)

Paragraph First of the Articles of Organization relating to

the name of the limited liability company

is hereby amended to read as follows:

The name of the limited liability company is Capital One Public Funding, LLC

X Walter D. Rabin  
*(Signature)*

Walter D. Rabin

*(Type or print name)*

Manager

*(Title of signer)*

080103 0163

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF

All Points Public Funding, LLC  
*(Insert Name of Domestic Limited Liability Company)*  
Under Section 211 of the Limited Liability Company Law

Filed by: Kelly A Lunsford  
*(Name)*  
1680 Capital One Drive  
*(Mailing address)*  
McLean, VA 22102  
*(City, State and Zip code)*

CUSTOMER REF. #  
3441233 KXK

NOTE: This form was prepared by the New York State Department of State for filing a certificate of amendment of a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

*(For office use only.)*

2008 JAN -3 AM 9:46

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 03 2008  
TAXS \_\_\_\_\_  
BY: map

484

2008 JAN -2 AM 11:08

RECEIVED

2008 JAN -3 AM 9:02

map